

BYLAWS
OF
NEVADA HEALTH INFORMATION EXCHANGE

ARTICLE I - NAME

The name of the Corporation is: **Nevada Health Information Exchange (the "Corporation")**.

ARTICLE II - OFFICES

The principal office of the Corporation in the State of Nevada shall be located at _____, Nevada 89_____ or at such other place as shall be lawfully designated by the Board of Directors, hereinafter sometimes called the "Board." The Corporation may have such other offices, either within or without the State of Nevada, as the Board may designate or as the affairs of the Corporation may require from time to time.

ARTICLE III - CORPORATE PURPOSES

The purposes of the Corporation shall be to improve the health of people in the State of Nevada and the efficiency and effectiveness of the delivery of health care services in that region through the collaborative use of health information, and in so doing to operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and generally to engage in any other lawful endeavor or activity in furtherance of any of the foregoing purposes.

ARTICLE IV – NO MEMBERS

The Corporation shall have no members. The Board may take any action which is permitted or required to be taken by members of a not-for-profit corporation under Nevada law by the affirmative vote of a majority of the entire Board, without the necessity of any prior action by the Board which would have otherwise been required by law for such action if there were members entitled to vote on such action.

Bylaws of the Nevada Health Information Exchange

ARTICLE V - BOARD OF DIRECTORS

1. General. The affairs of the Corporation shall be governed by a Board of Directors to be elected from time to time as stated herein. Each director shall be of legal age, and need not be a resident of the State of Nevada.

2. Number. The Directors of the Corporation shall initially consist of not less than seven (7) voting members and three (3) ex-officio nonvoting members. Provided that the Corporation has at least three (3) voting members, the number of Directors may at any time or times be increased or decreased by an affirmative vote of the Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office. Any change in the number of Directors shall take into consideration the length of term of that created or removed Director seat so that, as closely as possible, one-third of the Directors are to be elected at each annual meeting.

3. Vacancies. Vacancies occurring in the Board by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term by election of one or more substitute directors by the remaining Directors. If the Directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by an affirmative vote of a majority of all Directors remaining in office at any duly called regular or special meeting.

4. Nomination and Election of Boards of Directors.

a. At each annual meeting of the Board of Directors, as close as possible to one third of the Directors shall be elected to serve a three (3) year term of office. At least forty-five (45) days before the annual meeting, the Chairman of the Board will submit to the Board, a slate of nominees for the nominating committee. The Board shall elect three (3) of the nominees to serve as the nominating committee whose service shall for a period of one (1) year. The nominating committee shall make nominations for individuals to serve as Directors. Each Director shall be given a list of the nominees at least ten (10) days prior to the annual meeting. Each Director shall be entitled to one (1) vote for each Director's position to be filled and the result will be determined by a vote equaling the number of the majority of the directors then in service. No person, who by virtue of having previously served as a director, shall be ineligible for election appointment in a subsequent term.

b. Election of nonvoting members. The nonvoting (ex-officio) members of the Board of Directors are initially the following:

1. Director of the Nevada State Department of Health and Human Services (or designee);
2. State Health IT Coordinator (or designee), as long as such position exists; and
3. The Corporation's CEO.

The number of nonvoting (ex-officio) members of the Board of Directors may be reduced should any of the aforementioned offices (except for the Corporation's CEO) cease to exist.

5. Resignation. Any Director may resign at any time by giving written notice to the President or the Secretary of the Corporation or to the Board of Directors. Such resignation shall take effect at the time specified or, if no time is specified, at the time of its acceptance as determined by the President or the Board.

6. Attendance Expectations. Board members are expected to attend all meetings of the Board whether, regular or specially called meetings, either in person or by the electronically provided means set forth herein. Board members who miss or who are not able to attend two (2) consecutive Board meetings or a minimum of at least three-fourths (3/4) of all Board Meetings during a 12-month period shall be subject to removal from the board.

7. Restrictions. No more than one Director may serve from any one organization from which that Director receives income or primary employment.

8. Terms. For the Incorporating Board of Directors, members will serve until such time as the Initial Board of Directors is duly elected. Members of the Initial Board of Directors will be elected for terms of one (1), two (2), or three (3) years, thereby assuring the establishment of classes of directors for subsequent Boards of Directors. After the completion of a one (1) or two (2) year term served on the initial board of directors, a Board member may serve two (2) consecutive, three (3) year consecutive terms.

The Board membership shall be divided, as equally as possible, into three classes consisting of staggered terms. A Board member may serve two (2) consecutive, three (3) year consecutive terms. Such retiring Board members will not be eligible for reelection to the Board for a period of one (1) year, except for those instances where the immediate past Chair may remain on the board for an additional year so as to serve in that capacity for the good of the organization.

9. Removal. At any time, by a majority vote of the Directors then serving, the Directors may remove, with or without cause, any Director and a successor may then and there be elected to fill such vacancy.

10. Indemnification. To the maximum extent permitted under Nevada law and as described in the Articles of Incorporation, the Corporation shall indemnify and hold harmless its directors, officers and agents, or former directors, officers and agents, as the case may be, as they are duly elected or appointed from time to time, from any and all damages, expenses, costs, attorneys fees or claims thereof arising out of or occurring in the performance of their work and activities on behalf of the Corporation excepting therefrom only willful misconduct or gross negligence of said persons and provided further that there shall be no right of subrogation against the Corporation by any insurance or other person by reason of this Bylaw or by any act or omission of any indemnified person; and each such indemnified person shall agree that there shall be no such right of subrogation as consideration for the benefit of this resolution which shall not otherwise apply to him.

Amounts paid in indemnification of expenses and liabilities may include, but not be limited to, attorney's fees and other fees, costs and disbursements, judgments, fines and penalties against, and amounts paid in settlement by such director, officer or employee. The Corporation may advance expenses or, where appropriate may itself undertake the defense of any director, officer, or employee, However such director, officer or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification hereunder.

The Board of Directors may also authorize the purchaser of insurance on behalf of any director, officer, employee or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee or agent, whether or not the Corporation would have the power to indemnify the person against the liability under law.

ARTICLE VI - MEETINGS OF THE BOARD

1. Place of Meeting. The meetings of the Board shall be held at the principal office of the Corporation or at any place within the United States that the Board may from time to time designate.

2. Annual Meeting. An annual meeting of the Board shall be held in the month of July at such time and place as may be designated by the Chair. The notice of the meeting shall give the date, time and place and designate it as the annual meeting.

3. Regular and Special Meetings. Regular meetings of the Board shall be held in the months of January, April and October, at such time and place as may be designated by the Chair. Special meetings of the Board of Directors shall be held whenever called by the Chair, or by a majority of the Directors then in office. Special meetings of the Board of Directors shall be held

at such place either within or without the State of Nevada, as shall be stated in the call of the meeting.

4. Telephonic Board Meetings. The Directors of the Corporation are authorized to participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting as specifically authorized by NRS 82.276 and a Director participating by this means shall be deemed present in person at the meeting.

5. Notice of Meetings. The Corporation shall comply with NRS Chapter 241 (Open Meeting Law) and the Secretary shall give notice to each Director of each annual, regular or special meeting by mailing the same at least three (3) business days before the meeting to his/her address as shown by the records of the Corporation or by e-mail or faxing the same not less than three (3) business days before the meeting, which notice shall state the time and place of the meeting, including agenda items, and notification of actions expected to be taken. Every Director shall be present at any meeting or shall waive notice before, at or after any meeting by writing or by electronic means. Attendance by a Director at a meeting shall not constitute waiver of notice of such meeting if a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum. A simple majority of the Board of Directors then in service and entitled to vote shall constitute a quorum for the purpose of a meeting. For any action to be taken by the Board a vote must be affirmed by a number constituting a majority of Directors then in service. Once a quorum is present to organize the meeting it shall continue in effect notwithstanding the subsequent withdrawal of any of those present unless the status of a quorum is questioned by a Director.

7. Organization. At all meetings of the Board of Directors, the Chair shall preside. The Secretary shall keep a record of the proceedings of the meetings. The Chair and Secretary shall do and perform such other duties as may from time to time be assigned to each of them, respectively by the Board of Directors.

8. Order of Business. The order of business at all meetings of the Board of Directors, unless otherwise determined by the affirmative vote of a majority of the members of such Board present, at any meeting, shall be determined by the Corporation's CEO.

ARTICLE VII - COMPENSATION OF DIRECTORS

Directors as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of reasonable expenses incurred in the

performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the Corporation. Nothing herein shall preclude Directors from serving the Corporation in any other capacity and receiving compensation for such services.

ARTICLE VIII – CONFLICTS OF INTEREST

1. Declaration of Conflict. Board members are to declare any known conflict of interest in the manner prescribed by the Chair.

2. Timing of Declaration of Conflict. Conflicts of interest must be declared by Board members prior to discussion of any matter that would provide direct financial benefit for that member, or otherwise have the appearance of a conflict of interest.

3. In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the non-participation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

4. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE IX - REPORTS AND AUDITS

1. On or before December 31st of each year, prepare a report for the public summarizing the activities of the Corporation Board and the contributions of the Corporation and the statewide HIE system to the health of the residents of Nevada during the previous year.

2. Submit all reports required by federal law to the appropriate federal agency and in a timely manner.

3. The Corporation shall provide for an annual audit of its functions and operations, and the results will be made public.

4. The Corporation is subject to audit by the Nevada Department of Health and Human Services.

ARTICLE X - COMMITTEES

1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate an Executive Committee, consisting of the officers of the Board, the immediate past Chairman of the Board of Directors, and additional at large members of the Board of Directors as desired by the Board. Any action taken by the Executive Committee shall require a unanimous vote of the entire Executive Committee and be presented at the next meeting of the full Board of Directors. The Board of Directors shall have such powers as the Board of Directors shall designate, except that the Executive Committee shall not have authority to:

(a) Adopt, amend or repeal the Bylaws;

(b) Fill vacancies on the Board.

The Executive Committee shall consider and, as appropriate, take action upon such other items as the board may designate (i.e., the scope of contracts, ability to borrow funds, etc.)

Each member of the Executive Committee shall serve at the pleasure of the Board. The designation of the Executive Committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. The Executive Committee or any other committee shall report any actions taken to the next Board meeting following the taking of such action for ratification. So far as applicable, the provisions of these Bylaws relating to the conducting of meetings of the Board shall govern meetings of the Executive and other committees.

2. Audit Committee. The Chair, with the approval of the Board, shall appoint and elect an Audit Committee consisting of three (3) members of the Board of Directors, who shall be charged with the selection and oversight of an independent auditing firm to conduct an annual audit and to report the same to the Board, along with any other duties that may be assigned by the Board of Directors.

3. Other Committees and / or Advisory Bodies: The Board is authorized to establish other such committees or advisory bodies as may be deemed beneficial to achieve the mission of the organization and to assign such duties as may be desired for the good of the organization.

ARTICLE XI - OFFICERS

1. Election - Title - Term. The officers of the Corporation shall be a Chief Executive Officer (also known as the President for statutory filing purposes), a Chair, Vice Chair, a Secretary and a Treasurer, and such other officers and assistant officers as may be appointed pursuant to these Bylaws. Each officer shall be elected annually by the Board of Directors at its annual meeting from the Board of Directors, to serve until the next ensuing annual meeting, or until a successor shall have been duly elected and shall have qualified. Any two or more offices may be held by the same person, except the same person may not hold the offices of Chair and Secretary simultaneously.

2. Tenure of Officers. All officers, employees and agents shall be subject to removal at any time by the affirmative vote of a majority of all of the members of the Board.

3. Chair. The Chair shall be presiding officer of the Corporation. Subject to the direction of the Board of Directors, he/she shall have general oversight of the business and affairs of the Corporation. The Chair shall also do and perform such other duties and have such responsibilities as the Board may, from time to time, assign..

4. Vice Chair. The Board of Directors shall elect a Vice Chair. If so elected, the Vice Chair shall perform the duties and exercise the powers of the Chair if the Chair is absent or unable to act, subject to the control of and to the extent authorized by the Board of Directors. The Vice Chair shall also do and perform such other duties and have such responsibilities as the Board may, from time to time, assign.

5. Secretary. The Secretary shall have the custody and be in control of all of the books and records, of the Corporation, except those in the custody and control of the Treasurer and as otherwise provided by the Board of Directors, and shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors. He/she shall do and perform such other duties as may from time to time be assigned to him/her by the Board. If required by the Board, he/she shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board may require. The Board shall have authority to appoint an Assistant Secretary if deemed necessary in the Board's discretion. The Secretary and any Assistant Secretary shall also do and perform such other duties and have such responsibilities as the Board may, from time to time, assign

6. Treasurer. The Treasurer shall have the custody and be in control of all of the funds and securities of the Corporation and the books and records related thereto, except and otherwise provided by the Board of Directors, and shall be responsible for all monies and other property of the Corporation in his/her custody, and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors. He/she shall do and perform such other duties as may from time to time be assigned to him/her by the Board. If required by the Board, he/she shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board may require. The Board shall have authority to appoint an Assistant Treasurer if deemed necessary in the Board's discretion. The Treasurer and any Assistant Treasurer shall also do and perform such other duties and have such responsibilities as the Board may, from time to time, assign

7. Chief Executive Officer ("CEO"). The CEO (also known as the President for statutory filing purposes) shall be an *ex officio* member of the Board of Directors, Executive Committee and any other Committee or advisory body of the Corporation. The CEO / President shall have the authority to hire, fire and discipline employees and other personnel, oversee the allocation of financial resources with the budget set by the Board and under the constraints set by the board. The CEO / President shall also do and perform such other duties and have such responsibilities as the Board may, from time to time, assign and pursuant to the terms and conditions of any employment agreement then in effect between the Corporation and the CEO.

8. Vacancies. All vacancies among the executive officers from whatsoever cause shall be filled by the Board of Directors.

ARTICLE XII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Authorization. The Board of Directors may authorize any officer or officers, agent or agents or Executive Committee, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

2. Loans. No loan shall be contracted on behalf of the Corporation and no negotiable papers shall be issued in its name unless authorized by the vote of the Board of Directors. When authorized by the Board of Directors so to do, any officer or agent of the Corporation may effect approved loans and advances at any time for the Corporation from any bank, trust company or other institution or from any firm, Corporation or individual, and may make, execute and deliver

promissory notes, bonds, or other certificates or evidence of indebtedness of the Corporation with respect thereto. Such authority shall be confined to specific instances. All bills, notes, checks, or other negotiable instruments of the Corporation shall be in the name of the Corporation and shall be signed by an officer of the Corporation or any other person duly authorized by the Board of Directors in such person's official representative capacity.

3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may from time to time be delegated by the Board. For the purpose of such deposits, the Chair, Secretary/Treasurer or any other officer or agent to whom such power may have been given shall have the power to deliver checks, drafts, and other orders for the payment of money.

4. Acceptance of Gifts. The Board of Directors or Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

5. Audits. Upon affirmative vote of the Board of Directors, the accounts of the Corporation will be audited by a reputable independent accountant, whose report shall be submitted to each member of the Board.

6. Bond. At the direction of the Board of Directors, any officer or employee of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

ARTICLE XIII - NOTICE AND WAIVER

1. Notice. Any notice required to be given under these Bylaws may be given by mailing the same, addressed to the person entitled thereto at his/her address as shown on the books of the Corporation and such notice shall be deemed to have been given at the time of such mailing. When delivered personally or by hand, the notice shall be deemed delivered when actually received.

2. Waiver of Notice or Lapse of Time. Whenever under the provisions of law or these Bylaws, the Board or any committee is authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submits a signed waiver of notice of such requirement.

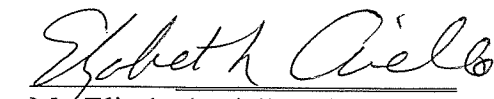
ARTICLE XIV - MISCELLANEOUS

1. Seal. The Corporation shall have no seal.
2. Fiscal Year. The fiscal year of the Corporation shall end on the 30th day of June in each calendar year or otherwise as the Board of Directors or Executive Committee may determine.
3. Annual Budget. The prospective, annual budget shall be approved by the Board of Directors prior to the end of each fiscal year.
4. Distribution on Dissolution. Upon dissolution or other termination of the Corporation, any assets remaining after all debts of the Corporation have been paid shall be disposed of as provided in the Articles of Incorporation.
5. Conflict with Nevada Law. In case any of these Bylaws conflict with any provisions of the laws of the State of Nevada, such conflicting Bylaws shall be null and void upon final determination to such effect by a court of competent jurisdiction, but all other Bylaws shall remain in full force and effect.
6. Interpretation. These bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the Corporation. These bylaws shall never be construed in any such way as to impair the efficient operation of the Corporation.

ARTICLE XV - AMENDMENT

1. Bylaws. These Bylaws may be altered, amended, or repealed by a majority of the entirety of the voting members of the Board at any regular meeting or at any special meeting called for that purpose, provided, however, that notice of the proposed amendment, alteration or repeal shall be given to each Director at least five (5) days prior to the date of the meeting at which the Bylaws are to be altered, amended or repealed; provided, however, that no notice shall be required if all Directors are present and all vote in favor of the amendment.
2. Articles of Incorporation. The Board of Directors, by a vote of three-fourths of the entirety of the voting members of the Board of Directors, shall have the power to make, alter, or amend the Articles of Incorporation of the Corporation at any regular or special meeting of the Board.

IN WITNESS WHEREOF, we, being all of the directors of the Corporation have hereunto set our hands effective this 2nd day of July, 2013.



Ms. Elizabeth Aiello, Director

X
Mr. Brian Labus, Director

X
Mr. Eric Lloyd, Director

X
Donna Knapp

X
Ms. Linda Montgomery, Director

X
Ms. Lindsey Niedzielski, Director

X
Dr. Andrew Pasternak IV, MD, Director

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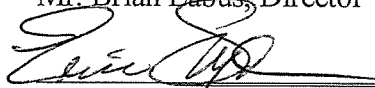
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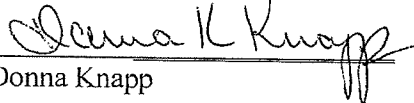
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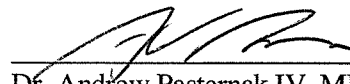
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Dr. Andrew Pasternak IV, MD, Director

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* * * * *

CERTIFICATE OF SECRETARY

I, Lindsey Niedziecki the undersigned, the duly elected and acting Secretary of the NEVADA HEALTH INFORMATION EXCHANGE (A Nevada Non-Profit Corporation), do hereby certify that the foregoing BYLAWS of said Corporation were adopted by the Corporation on the 2nd day of July, 2013, by the Directors of said Corporation

Lindsey Niedziecki, Secretary

CONFLICT OF INTEREST POLICY FOR NEVADA HEALTH INFORMATION EXCHANGE

Article I **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (the "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, staff member or contractor of the Organization or might result in a possible excess benefit transaction. Additionally, an officer, director, staff member or contractor of the Organization has a duty to use the Organization's funds and property to advance the public benefit of the Organization rather than private interests. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II **Definitions**

1. Interested Person

Any director, principal officer, member of a committee with governing board delegated powers, staff member or contractor who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, family or competing or affinity organizations:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement,
- d. An office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with the Organization, or
- e. Using the Organization's time, personnel, equipment, supplies, or good

will for other than the Organization's approved activities, programs, and purposes, except that minor, reasonable use is allowable at the discretion of the CEO or the Board.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

The areas of conflicting interest listed above and the relations in those areas, which may give rise to conflict, are not exhaustive. Conceivable, conflicts might arise in other areas or through other relations. It is assumed that the board members, officers and management employees will recognize such areas and relation by analogy. The fact that one of the interests describe above exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of the Organization.

Article III **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- a. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a

record of any votes taken in connection with the proceedings.

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer, member of a committee with governing board delegated powers, staff member and contractor shall at the initial term of appointment and annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is a non-profit tax-exempt organization and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

In addition to the foregoing, each aforementioned person shall, on an annual basis provide the Organization with a list of organizations that person participates with which participation may directly or indirectly create a financial interest or other conflict of interest as described herein.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with the organization's tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Conflict of Interest Policy – Nevada Health Information Exchange


- a. Whether compensation arrangements and benefits are reasonable.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the organization's purposes and do not result in an impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

[SIGNATURES FOLLOW]

IN WITNESS WHEREOF, we, being all of the directors of the Corporation have hereunto set our hands effective this 1st day of October, 2013.



Ms. Elizabeth Aiello, Director

X
Mr. Brian Labus, Director

X
Mr. Eric Lloyd, Director

X
Ms. Linda Montgomery, Director


X
Ms. Lindsey Niedzielski, Director

X
Dr. Andrew Pasternak IV, MD, Director

IN WITNESS WHEREOF, we, being all of the directors of the Corporation have hereunto set our hands effective this 1st day of October, 2013.

X

Ms. Elizabeth Aiello, Director



Mr. Brian Labus, Director

X

Mr. Eric Lloyd, Director

X

Ms. Linda Montgomery, Director

X

Ms. Lindsey Niedzielski, Director

X

Dr. Andrew Pasternak IV, MD, Director

IN WITNESS WHEREOF, we, being all of the directors of the Corporation have hereunto set our hands effective this 1st day of October, 2013.

X

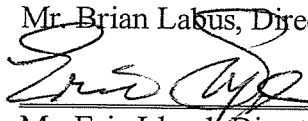
Ms. Elizabeth Aiello, Director

X

Ms. Linda Montgomery, Director

X

Mr. Brian Labus, Director



Mr. Eric Lloyd, Director

X

Ms. Lindsey Niedzielski, Director

X

Dr. Andrew Pasternak IV, MD, Director

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Mr. Eric Lloyd, Director

Linda Montgomery

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Mr. Brian Labus, Director

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Mr. Eric Lloyd, Director

X

Ms. Linda Montgomery, Director

Lindsey Niedzielski

Ms. Lindsey Niedzielski, Director

X

Dr. Andrew Pasternak IV, MD, Director

IN WITNESS WHEREOF, we, being all of the directors of the Corporation have hereunto set our hands effective this 1st day of October, 2013.

* * * * *

CERTIFICATE OF SECRETARY

I, Lindsey Niedzelski the undersigned, the duly elected and acting Secretary of the NEVADA HEALTH INFORMATION EXCHANGE (A Nevada Non-Profit Corporation), do hereby certify that the foregoing CONFLICT OF INTEREST POLICY of said Corporation were adopted by the Corporation on the 1st day of October, 2013, by the Directors of said Corporation

Lindsey Niedzelski, Secretary

